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**UNITED STATES BANKRUPTCY COURT**

**FOR THE DISTRICT OF NEVADA**

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In re:  
5440 W SAHARA, LLC, a Nevada limited  
liability company;

Case No.:  
Chapter 11

Debtor.

VILLA BONITA PROPERTIES LLC,

**NOTICE OF REMOVAL**

Plaintiff,

vs.

ONECAP REALTY, a Nevada corporation;  
5440 W. SAHARA LLC, a Nevada limited  
liability company; ONECAP HOLDING  
CORPORATION, a Nevada corporation;  
VINCE HESSER, an individual,; ROE  
BUSINESS ENTITIES I through X; and  
DOES XI through XX, inclusive,

Defendant(s)

**TO THE CLERK OF THE ABOVE-ENTITLED COURT:**

5440 W SAHARA LLC, ONECAP HOLDING CORPORATION, ONECAP  
REALTY, and VINCE HESSER by and through their counsel, FREDERICK SANTACROCE,  
ESQ., of the law firm SANTACROCE LAW OFFICES, LTD hereby files this Notice of  
Removal pursuant to 28 U.S.C. § 1452 and Fed. R. Bankr. P. 9027(a)(1) and (2) and  
7001(10).

**Santacroce Law Offices, LTD**

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1 The Debtor is the principal defendant in an action now pending in the Eighth Judicial  
2 District Court, in and for Clark County, Nevada, Case No. A-10-613629, Dept. XI (the "Civil  
3 Action").

4  
5 1. The Civil Action was commenced prior to the June 10, 2010 petition for Chapter 11  
6 bankruptcy filed by Debtor.

7  
8 2. An automatic stay went into effect as a result of the Chapter 11 Bankruptcy  
9 proceeding filed on behalf of Debtor.

10  
11 3. Generally speaking, the various allegations in the Civil Action as against the Debtor  
12 include causes of action against the Debtor and/or its alleged alter egos, for Breach of Contract,  
13 Unjust Enrichment, Fraud, Breach of the Covenant of Good Faith and Fair Dealing,  
14 Constructive Civil Conspiracy, Alter Ego, Breach of Fiduciary Duty, Declaratory and  
15 Injunctive Relief.

16  
17 4. In the Civil Action Plaintiff alleges that EACH AND ALL OF the Defendants is/are  
18 *alter egos* of the Debtor.

19  
20 5. Such alter ego claims against non-petitioner parties or co-debtors are assets of the  
21 bankruptcy estate.

22  
23 6. The core of the Civil Action centers on Plaintiff's allegations that Debtor and its  
24 alleged alter egos owe it money.

25  
26 7. Such property and claims related thereto is now the property of the Bankruptcy Estate  
27 due to the filing of the Bankruptcy Petition and the operation of 11 U.S.C. § 541 and  
28 accordingly, all claims to adjudicate the existence or extent of any alter ego relationships must  
now be decided by the Bankruptcy Court.

8. The United States Bankruptcy Court has jurisdiction over the Civil Action pursuant

1 to 28 U.S.C. § 1334 and 157 and, therefore, the Civil Action may be removed to the  
2 Bankruptcy Court pursuant to 28 U.S.C. § 1452.

3  
4 9. Upon removal, the claims for relief set forth in the Civil Actions are core proceedings  
5 pursuant to 28 U.S.C. § 157(b)(2)(A), (B), (E), (H) and (O) and are "related to" the case filed  
6 under Title 11 of the United States Code.

7  
8 10. If the Bankruptcy Court determines these matters to be non-core proceedings, The  
9 Removing Parties consent to entry of final orders or judgment by the bankruptcy judge.

10  
11 Dated: December 13, 2010

12  
13 FREDERICK SANTACROCE, ESQ.  
14 /s/ Frederick Santacroce

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